

CONRAIL®



20034

April 30, 1996

HAND DELIVERED

20034-A, B, C, D, E

Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RE: Conrail 1996A-X Pass Through Trust

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of each of the following documents, all of which are dated as of April 30, 1996:

Memorandum of Lease Agreement (Conrail 1996A-X), a primary document, and the following secondary documents related thereto: Memorandum of Trust Indenture and Security Agreement (Conrail 1996A-X); Memorandum of Lease Supplement No. 1 (Conrail 1996A-X); Memorandum of Trust Indenture Supplement No. 1 (Conrail 1996A-X); Memorandum of Lessor Security Agreement (Conrail 1996A-X); and Memorandum of Assignment Agreement (Conrail 1996A-X).

The names and addresses of the parties to the enclosed documents are:

**Memorandum of Lease Agreement,
Lease Supplement No. 1 and
Lessor Security Agreement**

Lessor: Gold Locomotive Lease Co., Ltd.
Caledonian House, Mary Street
P.O. Box 1043
George Town, Grand Cayman, Cayman Islands

Lessee: Consolidated Rail Corporation
2001 Market Street
Philadelphia, PA 19101-1417

**Memorandum of Trust Indenture
and Security Agreement, and
Trust Indenture Supplement No. 1**

Indenture Trustee: Wilmington Trust Company
 1100 North Market Street
 Rodney Square
 Wilmington, DE 19890

Lessor: Gold Locomotive Lease Co., Ltd.
 Caledonian House, Mary Street
 P.O. Box 1043
 George Town, Grand Cayman, Cayman Islands

Lessee: Consolidated Rail Corporation
 2001 Market Street
 Philadelphia, PA 19101-1417

Memorandum of Assignment Agreement

Assignor: Consolidated Rail Corporation
 2001 Market Street
 Philadelphia, PA 19101-1417

Assignee: Gold Locomotive Lease Co., Ltd.
 Caledonian House, Mary Street
 P.O. Box 1043
 George Town, Grand Cayman, Cayman Islands

A description of the railroad equipment covered by the enclosed documents is:

**Fourteen (14) EMD SD80MAC locomotives CR 4100 through CR 4113,
inclusive.**

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Also enclosed is a check in the amount of \$63.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return three stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Cheryl A. Cook', with a long horizontal flourish extending to the right.

Cheryl A. Cook
General Counsel-Securities & Tax
(215) 209-5042
(215) 209-4819 (Fax)

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20421-0001**

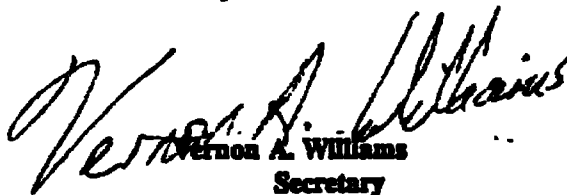
4/30/96

Cheryl A. Cook
General Counsel
Consolidated Rail Corporation
2001 Market Street
P. O. Box 41416
Philadelphia, PA 19191-1416

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/30/96 at 9:25AM , and assigned recordation number(s). 20034, 20034-A, 20034-B, 20034-C, 20034-D and 20034-E.

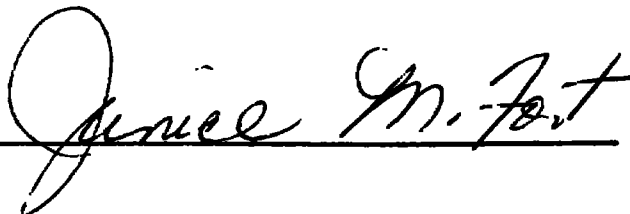
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$126.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



MEMORANDUM OF ASSIGNMENT AGREEMENT (CONRAIL 1996A-X)

Memorandum of Assignment Agreement made and entered into as of April 30, 1996, by and between Consolidated Rail Corporation, a Pennsylvania corporation ("*Assignor*"), and Gold Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Assignee*").

WITNESSETH:

The undersigned have entered into that certain Assignment Agreement (Conrail 1996A-X) (the "*Assignment Agreement*"), dated as of April 30, 1996, by which Assignor has assigned its right, title and interest in and to the Purchase Agreement described in said Assignment Agreement to Assignee. The Purchase Agreement referred to in the Assignment Agreement covers certain locomotives including, without limitation, those bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized on the date and year first above written.

CONSOLIDATED RAIL CORPORATION

By 
Name: Thomas J. McGraw
Title: Director-Financing

Executed on this 24 day of April, 1996.

GOLD LOCOMOTIVE LEASE CO., LTD.

By _____
Name: F. Jan Blaustein
Title: President

Executed on this 24 day of April, 1996.

MEMORANDUM OF ASSIGNMENT AGREEMENT (CONRAIL 1996A-X)

Memorandum of Assignment Agreement made and entered into as of April 30, 1996, by and between Consolidated Rail Corporation, a Pennsylvania corporation ("*Assignor*"), and Gold Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Assignee*").

WITNESSETH:

The undersigned have entered into that certain Assignment Agreement (Conrail 1996A-X) (the "*Assignment Agreement*"), dated as of April 30, 1996, by which Assignor has assigned its right, title and interest in and to the Purchase Agreement described in said Assignment Agreement to Assignee. The Purchase Agreement referred to in the Assignment Agreement covers certain locomotives including, without limitation, those bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized on the date and year first above written.

CONSOLIDATED RAIL CORPORATION

By _____
Name: Thomas J. McGraw
Title: Director-Financing

Executed on this ____ day of April, 1996.

GOLD LOCOMOTIVE LEASE CO., LTD.

By F. Jan Blaustein
Name: F. Jan Blaustein
Title: President

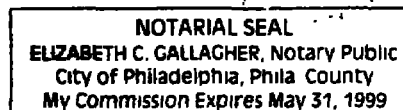
Executed on this 19 day of April, 1996.

STATE OF Pennsylvania)
COUNTY OF Philadelphia) SS.:

On this, the 24 day of April, 1996, before me, a Notary Public in and for said County and State, personally appeared Thomas J. McGraw, who being by me duly sworn, says that he is the Director-Financing of CONSOLIDATED RAIL CORPORATION, that said instrument was signed on April 24, 1996, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunder set my hand and official seal on the date above mentioned.

Elizabeth C. Gallagher
Name:
Notary Public
My Commission Expires: May 31, 1999



STATE OF _____)
COUNTY OF _____) SS.:

On this, the ___ day of April, 1996, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of GOLD LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on April __, 1996, on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of April, 1996, before me, a Notary Public in and for said County and State, personally appeared Thomas J. McGraw, who being by me duly sworn, says that he is the Director-Financing of CONSOLIDATED RAIL CORPORATION, that said instrument was signed on April __, 1996, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

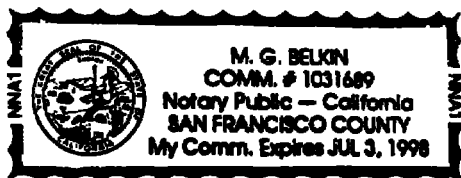
IN WITNESS WHEREOF, I have hereunder set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:

STATE OF California)
) SS.:
COUNTY OF San Francisco)

On this, the 19 day of April, 1996, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of GOLD LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on April 19, 1996, on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



M. G. Belkin

Name: M. G. Belkin
Notary Public
My Commission Expires:

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro- Motive Division) Model SD80MAC Diesel Electric Locomotives	Fourteen (14)	CR4100 through CR4113, inclusive